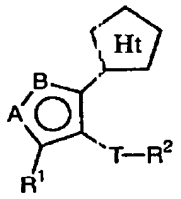
AMENDMENT TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

Ht is pyrrol-3-yl having R^3 and QR^4 substituents;

A-B is N-O or O-N;

R^1 is hydrogen or -NHR;

T is a valence bond;

Q is -C(O) or $-SO_2-$;

each R is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons;

R^2 is an aryl group substituted with up to three R^8 substituents;

R^3 is hydrogen;

R^4 is $-R^6$ or $-NHR^6$;

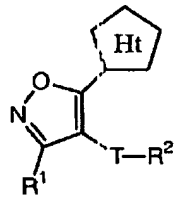
each R^6 is independently selected from $-(CH_2)_yR^7$;

y is 0-6;

each R^7 is an optionally substituted group independently selected from aryl, heteroaryl, or heterocyclyl;

each R^8 is independently selected from halogen, -R', or -OR'; wherein each R' is independently selected from hydrogen[[,]] or an optionally substituted C_{1-12} aliphatic [[; and]].

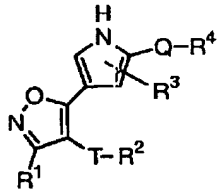
2. (Currently amended) The compound according to claim 1 having the formula:



II

or a pharmaceutically acceptable salt thereof~~, wherein the variables Ht, T, R^1, and R^2 are as defined in claim 1~~.

3. (Currently amended) The compound according to claim 2 having the formula:



II-A

or a pharmaceutically acceptable salt thereof~~, wherein the variables Q, T, R^1, R^2, R^3, and R^4 are as defined in claim 1~~.

4. (Previously amended) The compound according to claim 3, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO-;

(b) R^1 is hydrogen; and

(c) R^7 is an optionally substituted heterocyclyl group.

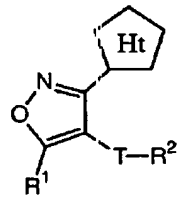
5. (Previously amended) The compound according to claim 4, wherein:

(a) Q is -CO-;

(b) R^1 is hydrogen; and

(c) R^7 is an optionally substituted heterocyclyl group.

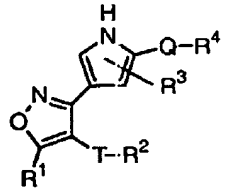
6. (Currently amended) The compound according to claim 1 having the formula:



III

or a pharmaceutically acceptable salt thereof~~, wherein the variables Ht, T, R^1, and R^2 are as defined in claim 1~~.

7. (Currently amended) The compound according to claim 6 having the formula:



III-A

or a pharmaceutically acceptable salt thereof~~, wherein the variables Q, T, R^1, R^2, R^3, and R^4 are as defined in claim 1~~.

8. (Previously amended) The compound according to claim 7, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO-;

(b) R^1 is hydrogen; and

(c) R^7 is an optionally substituted heterocyclyl group.

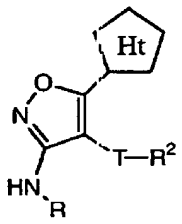
9. (Previously amended) The compound according to claim 8, wherein:

(a) Q is -CO-;

(b) R^1 is hydrogen; and

(c) R^7 is an optionally substituted heterocyclyl group.

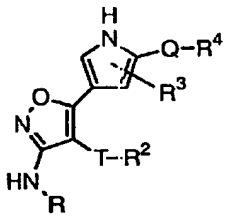
10. (Currently amended) The compound according to claim 1 having the formula:



IV

or a pharmaceutically acceptable salt thereof~~, wherein the variables Ht, T, R^1, and R^2 are as defined in claim 1~~.

11. (Currently amended) The compound according to claim 10 having the formula:



IV-A

or a pharmaceutically acceptable salt thereof~~, wherein the variables Q, T, R^1, R^2, R^3, and R^4 are as defined in claim 1~~.

12. (Previously amended) The compound according to claim 11, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO-; and

(b) R^7 is an optionally substituted heterocyclyl group.

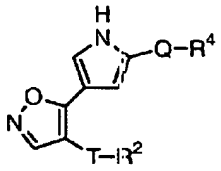
13. (Previously amended) The compound according to claim 12, wherein:

(a) Q is -CO-; and

(b) R^7 is an optionally substituted heterocyclyl group.

14-17. (Canceled)

18. (Currently amended) The compound according to claim 1, wherein said compound is selected from the following ~~Table 1 and Table 2~~ compounds having formulae II-A and IV-A:



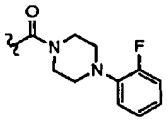
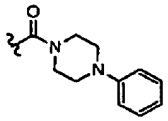
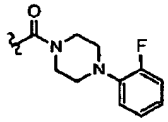
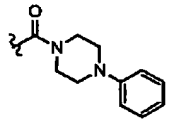
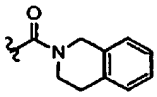
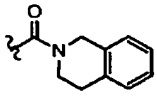
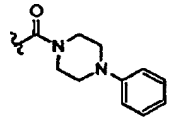
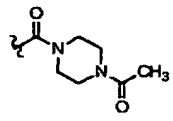
II-A

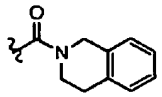
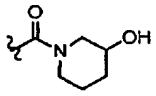
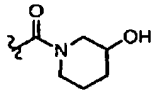
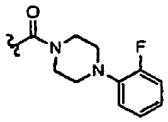
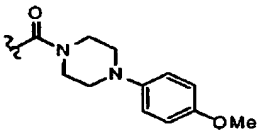
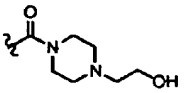
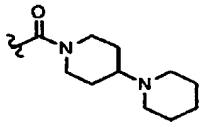
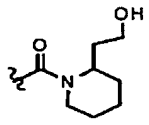
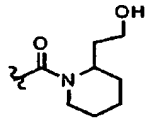
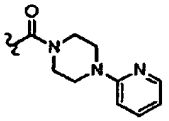
Compounds of Formula II-A

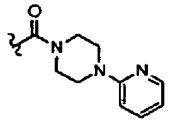
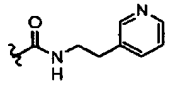
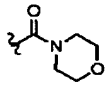
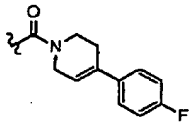
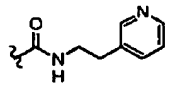
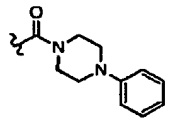
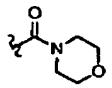
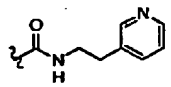
No.	T-R^2	Q-R^4
IIA-2	2-chlorophenyl	$CONHCH_2$(Ph)
IIA-3	2-chlorophenyl	CO(morpholin-4-yl)
IIA-4	4-methoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-5	3-fluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-6	3-methoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-7	2,5-dimethoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-8	3,4-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-9	2,3-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-10	2,5-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-11	4-methoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-12	3-fluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-13	3-methoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-14	2,5-dimethoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-15	3,4-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-16	2,3-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-17	2,5-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-18	4-methoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-19	3-fluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-20	3-methoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-21	2,5-dimethoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-22	3,4-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-23	2,3-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-24	2,5-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-25	4-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)

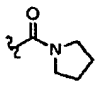
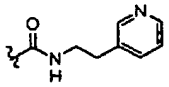
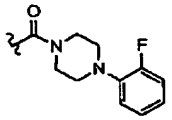
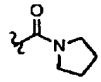
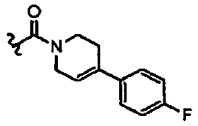
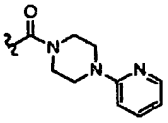
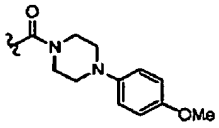
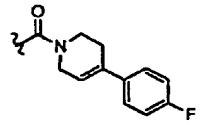
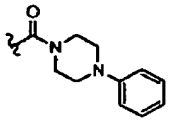
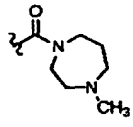
No.	T-R^2	Q-R^4
IIA-26	4-methoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-27	3-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-28	3-methoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-29	2,5-dimethoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-30	3,4-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-31	2,3-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-32	2,5-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-33	4-fluorophenyl	CO(morpholin-4-yl)
IIA-34	4-methoxyphenyl	CO(morpholin-4-yl)
IIA-35	3-fluorophenyl	CO(morpholin-4-yl)
IIA-36	3-methoxyphenyl	CO(morpholin-4-yl)
IIA-37	2,5-dimethoxyphenyl	CO(morpholin-4-yl)
IIA-38	2,3-difluorophenyl	CO(morpholin-4-yl)
IIA-39	2,5-difluorophenyl	CO(morpholin-4-yl)
IIA-40	4-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-41	4-methoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-42	3-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-43	3-methoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-44	2,5-dimethoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-45	2,3-difluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-46	2,5-difluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-47	3-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-48	3-chlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-49	3-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-50	3-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-51	3-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-52	4-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-53	4-chlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-54	4-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-55	4-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-56	4-chlorophenyl	CO(morpholin-4-yl)
IIA-57	4-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-58	3,4-dichlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-59	3,4-dichlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)

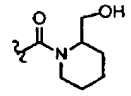
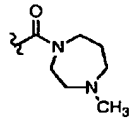
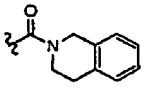
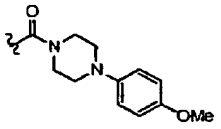
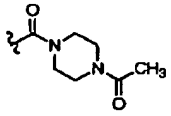
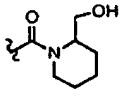
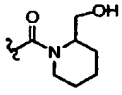
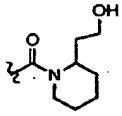
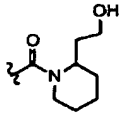
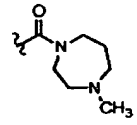
No.	T-R^2	Q-R^4
IIA-60	3,4-dichlorophenyl	CO(morpholin-4-yl)
IIA-61	3,4-dichlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-62	2-F-3-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-63	2-F-3-chlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-64	2-F-3-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-65	2-F-3-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-66	2-F-3-chlorophenyl	CO(morpholin-4-yl)
IIA-67	2-F-3-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-68	3-Cl-4-fluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-69	3-Cl-4-fluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-70	3-Cl-4-fluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-71	3-Cl-4-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-72	3-Cl-4-fluorophenyl	CO(morpholin-4-yl)
IIA-73	3-Cl-4-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-74	3,4-dimethoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-75	3,4-dimethoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-76	3,4-dimethoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-77	3,4-dimethoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-78	3,4-dimethoxyphenyl	CO(morpholin-4-yl)
IIA-79	3,4-dimethoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-80	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(pyridin-4-yl)
IIA-81	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(pyridin-3-yl)
IIA-82	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-83	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-84	4-benzo[1,3]dioxol-5-yl	CO(morpholin-4-yl)
IIA-85	4-benzo[1,3]dioxol-5-yl	CO(4-Me-piperazin-1-yl)
IIA-86	3,5-dichlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-87	3,5-dichlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-88	3,5-dichlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-89	3,5-dichlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-90	3,5-dichlorophenyl	CO(morpholin-4-yl)
IIA-91	3,5-dichlorophenyl	CO(4-Me-piperazin-1-yl)
~~IIA-92~~	~~3-Cl-4-SO_2NH_2-phenyl~~	~~CO(morpholin-4-yl)~~
IIA-93	3-chlorophenyl	CO(morpholin-4-yl)

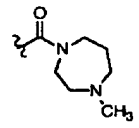
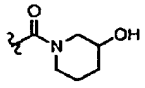
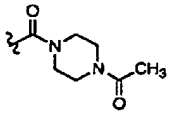
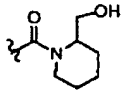
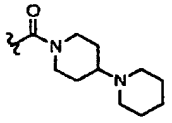
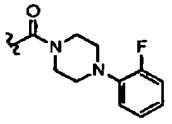
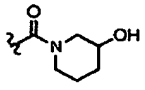
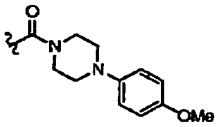
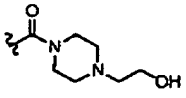
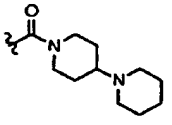
No.	$T\text{-}R^2$	$Q\text{-}R^4$
~~IIA-94~~	~~phenyl~~	~~pyridin-4-yl~~
~~IIA-95~~	~~2-chlorophenyl~~	~~morpholin-4-yl~~
~~IIA-96~~	~~2-chlorophenyl~~	~~CH_2(morpholin-4-yl)~~
~~IIA-97~~	~~4-methoxyphenyl~~	~~CH_2(pyridin-4-yl)~~
IIA-106	phenyl	
IIA-107	phenyl	
IIA-108	3,4-dimethoxyphenyl	
IIA-109	3-chlorophenyl	
IIA-110	3-chlorophenyl	
IIA-111	3-methylphenyl	
IIA-114	2-fluoro-3-chlorophenyl	
IIA-115	3-chlorophenyl	

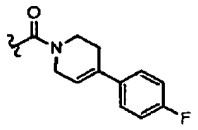
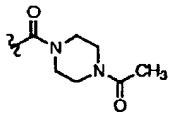
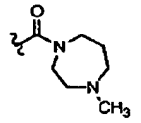
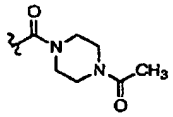
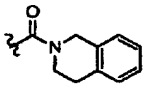
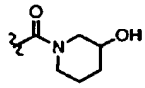
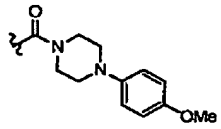
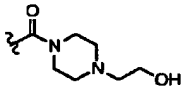
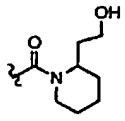
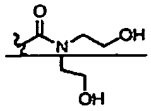
No.	T-R^2	Q-R^4
IIA-116	3,4-dimethoxyphenyl	
IIA-117	3,4-dimethoxyphenyl	
IIA-119	3-methylphenyl	
IIA-120	2-fluoro-3-chlorophenyl	
IIA-121	2-fluoro-3-chlorophenyl	
IIA-122	2-fluoro-3-chlorophenyl	
IIA-123	3-chlorophenyl	
IIA-124	3,4-dimethoxyphenyl	
IIA-125	2-fluoro-3-chlorophenyl	
IIA-126	2-fluoro-3-chlorophenyl	

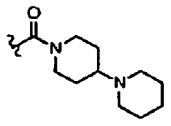
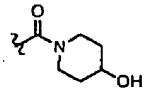
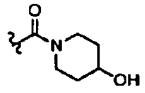
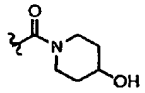
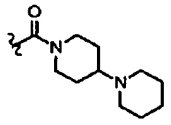
No.	T-R^2	Q-R^4
IIA-130	phenyl	
IIA-131	phenyl	
IIA-132	phenyl	
IIA-133	phenyl	
IIA-134	phenyl	
IIA-135	3,4-dimethoxyphenyl	
IIA-136	3,4-dimethoxyphenyl	
IIA-137	3,4-dimethoxyphenyl	
IIA-138	3-methylphenyl	
IIA-139	3-methylphenyl	
IIA-140	3-methylphenyl	

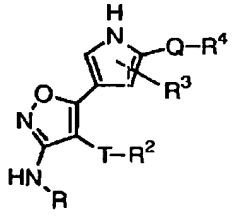
No.	T-R^2	Q-R^4
IIA-141	2-fluoro-[[,]]3-chlorophenyl	
IIA-142	3-chlorophenyl	
IIA-143	3-chlorophenyl	
IIA-144	3-chlorophenyl	
IIA-145	3-chlorophenyl	
IIA-146	3-chlorophenyl	
IIA-148	phenyl	
IIA-150	3,4-dimethoxyphenyl	
IIA-151	3-methylphenyl	
IIA-152	3-methylphenyl	

No.	T-R^2	Q-R^4
IIA-153	phenyl	
IIA-154	phenyl	
IIA-155	phenyl	
IIA-156	3,4-dimethoxyphenyl	
IIA-157	3,4-dimethoxyphenyl	
IIA-159	3-methylphenyl	
IIA-160	3-chlorophenyl	
IIA-161	phenyl	
IIA-162	3-chlorophenyl	
IIA-163	3,4-dimethoxyphenyl	

No.	T-R^2	Q-R^4
IIA-164	3-chlorophenyl	
IIA-165	phenyl	
IIA-167	phenyl	
IIA-168	3,4-dimethoxyphenyl	
IIA-169	3,4-dimethoxyphenyl	
IIA-170	3,4-dimethoxyphenyl	
IIA-171	3-methylphenyl	
IIA-172	3-methylphenyl	
IIA-173	3-methylphenyl	
IIA-174	3-methylphenyl	

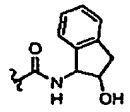
No.	T-R^2	Q-R^4
IIA-175	3-methylphenyl	
IIA-176	3-methylphenyl	
IIA-177	2-fluoro-[[,]]3-chlorophenyl	
IIA-179	2-fluoro-[[,]]3-chlorophenyl	
IIA-180	2-fluoro-[[,]]3-chlorophenyl	
IIA-182	3-chlorophenyl	
IIA-183	3-chlorophenyl	
IIA-184	3-chlorophenyl	
IIA-187	3-methylphenyl	
~~IIA-188~~	~~3-methylphenyl~~	

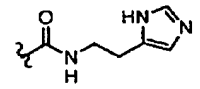
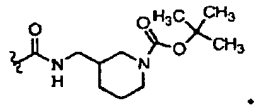
No.	T-R^2	Q-R^4
IIA-190	2-fluoro-[[,]]3-chlorophenyl	
IIA-191	phenyl	
IIA-192	3,4-dimethoxyphenyl	
IIA-193	3-methylphenyl	
IIA-194	phenyl	



IV-A

Compounds of Formula IV-A

No.	R	T-R^2	Q-R^4
IVA-4	H	phenyl	CO(pyrrolidin-1-yl)
IVA-5	Me	phenyl	$CONHCH_2$(Ph)
IVA-16	Me	3-Cl-phenyl	$CONHCH_2$(pyridin-4-yl)
IVA-17	H	5-Cl-phenyl	
IVA-18	H	5-F-phenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IVA-19	Me	5,6-F_2-phenyl	CO(4-Me-piperidin-1-yl)
IVA-20	H	4-Cl-phenyl	$CONHCH_2$(pyrid-4-yl)

No.	R	T-R^2	Q-R^4
IVA-21	H	4,5-$(OMe)_2$-phenyl	
IVA-22	Me	4,5-Cl_2-phenyl	

19. (Currently amended) A composition comprising a compound according to claim 1[[;]] and a pharmaceutically acceptable carrier.

20. (Original) The composition according to claim 19 wherein said compound is formulated in a pharmaceutically acceptable manner for administration to a patient.

21. (Currently amended) The composition according to claim 19 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, and agent for treating liver disease, ~~an anti-viral agent,~~ an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

22. (Currently amended) The composition according to claim 20 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, and agent for treating liver disease, ~~an anti-viral agent,~~ an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

23. (Withdrawn) A method of inhibiting ERK or AKT activity in a biological sample, comprising the step of contacting said biological sample with a compound according to claim 1.

24-26. (Canceled)

27. (Withdrawn) A method for treating a disease in a patient comprising the step of administering to said patient a composition according to claim 19, wherein said disease is selected from cancer, stroke, diabetes, hepatomegaly, cardiovascular disease, Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, atherosclerosis, restenosis, psoriasis, allergic disorders, inflammation, neurological disorders, a hormone-related disease, conditions associated with organ transplantation, immunodeficiency disorders, destructive bone disorders, proliferative disorders, infectious diseases, conditions associated with cell death, thrombin-induced platelet aggregation, chronic myelogenous leukemia (CML), liver disease, or pathologic immune conditions involving T cell activation.

28. (Withdrawn) The method according to claim 27 wherein the disease is cancer.

29. (Withdrawn) The method according to claim 28 wherein said cancer is selected from breast; ovary; cervix; prostate; testis, genitourinary tract; esophagus; larynx, glioblastoma; neuroblastoma; stomach; skin, keratoacanthoma; lung, epidermoid carcinoma, large cell carcinoma, small cell carcinoma, lung adenocarcinoma; bone; colon, adenoma; pancreas, adenocarcinoma; thyroid, follicular carcinoma, undifferentiated carcinoma, papillary carcinoma; seminoma; melanoma; sarcoma; bladder carcinoma; liver carcinoma and biliary passages; kidney carcinoma; myeloid disorders; lymphoid disorders, Hodgkin's, hairy cells; buccal cavity and pharynx (oral), lip, tongue, mouth, pharynx; small intestine; colon-rectum, large intestine, rectum; brain and central nervous system; or leukemia.

30. (Withdrawn) The method according to either of claims 28 or 29 comprising the additional step of administering to said patient a chemotherapeutic agent.

31. (Withdrawn) The method according to claim 27 wherein the disease is an autoimmune disease.

32. (Withdrawn) The method according to claim 31 wherein said autoimmune disease is selected from psoriasis, SLE Lupus, cystic fibrosis, or conditions associated with organ transplantation.

33. (Withdrawn) The method according to claim 27 wherein the disease is a neurological disorder.

34. (Withdrawn) The method according to claim 33 wherein said neurological disorder is selected from Alzheimer's Disease, Parkinson's Disease, ALS, epilepsy and seizures, Huntington's disease, or stroke.

35. (Withdrawn) The method according to claim 27 wherein the disease is a cardiovascular disease.

36. (Withdrawn) The method according to claim 35 wherein said cardiovascular disease is selected from restenosis, cardiomegaly, artherosclerosis, myocardial infarction, or congestive heart failure.

37. (Withdrawn) The method according to either of claims 35 or 36 comprising the additional step of administering to said patient a therapeutic agent for treating cardiovascular disease.

38. (Withdrawn) The method according to claim 27 wherein the disease is an inflammatory disease.

39. (Withdrawn) The method according to claim 38 wherein said inflammatory disease is selected from asthma, rheumatoid arthritis, or atopic dermatitis.

40. (Withdrawn) The method according to claim 27 wherein the disease is a liver disease.

41. (Withdrawn) The method according to claim 40 wherein said liver disease is selected from hepatomegaly or hepatic ischemia.

42-43. (Canceled)